

**TMT (INDIA) LIMITED
ANNUAL REPORT 2015-2016**

39th Annual Report

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CORPORATE INFORMATION

BOARD OF DIRECTORS

- Mr. Tumbalam Gooty Veera Prasad : Chairman & Managing Director
- Mr. Tumbalam Gooty Naga Aravind Gupta : Non Executive Director
- Mr. Bondili Bala Prasad Singh : Independent Director
- Mr. Arucapalli Narasimha Rao : Independent Director
- Mrs. Rendla Sunitha : Independent Director

- Krishna Mashetti : Company Secretary

BANKERS

- State Bank of India, MJJ Road Branch, Nampally, Hyderabad.
- Axis Bank Limited, CTO Extn. Counter, Nampally, Hyderabad.
- Citibank N.A., Hyderabad

CIN : L99999TG1976PLC002002

REGISTERED OFFICE : 5-8-113, 2nd Floor
21st Century Complex
Nampally, Hyderabad - 500 001
Telangana

LISTED AT : The BSE Ltd.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TMT (INDIA) LIMITED WILL BE HELD ON THURSDAY, 29TH SEPTEMBER, 2016 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-8-113, 2ND FLOOR, NAMPALLY, HYDERABAD - 500 001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2016 and the Statement of Profit and Loss Account and cash flow statement for the financial year ended on that date along with the Report of Directors and the Auditors thereon.
2. To appoint a Director in the place of Shri Tumbalam Gooty Veera Prasad, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, consent of the members be and is hereby accorded to ratify the appointment of M/s. Brahmayya and Company, Chartered Accounts (ICAI Firm Registration 000514S) as the Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM of the Company to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mrs. Rendla Sunitha as Independent Director:

“RESOLVED THAT pursuant to the provisions of sections 149, 152, 162 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, **Mrs. Rendla Sunitha** a (Holding DIN: 07573986) who was

appointed by Board of Directors of the Company as additional Director of the Company, whose term of office is up to conclusion of this AGM and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act 2013 proposing her candidature for the office of Director of the Company be and is hereby appointed as Independent Director of the Company, whose period of office shall not be liable to retire by rotation, to hold office for five consecutive years with effect from 29th September 2016 up to 28th September 2021."

**BY THE ORDER OF THE BOARD
For TMT (India) Limited**

**T G Veera Prasad
Chairman & Managing Director
(DIN : 01557951)**

**Place: Hyderabad
Date 06-09-2016**

NOTES:

1. A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such a proxy need not be a member of the Company. A proxy shall not vote except on a poll. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. A person cannot act as proxy for more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company;
2. The Register of Members and the Share Transfer Books will remain closed from 26th September, 2016 to 28th September, 2016 (both days inclusive);
3. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting;
4. Members are requested to quote their Registered Folio No. on all correspondence with the Company;
5. Members are requested to send all communication relating to shares to the Company's registered office situated at 5-8-113, 2nd Floor, 21st Century Complex, Nampally, Hyderabad - 500 001;
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to the Company at its registered Office.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon;
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;

9. All the documents referred to in the Notice and explanatory statement will be available to the members at the registered office of the company between 10.30 A.M to 12.30 P.M on all working days from the date hereof up to the date of the Meeting;
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting;
11. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting;
12. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting;
13. As per the provisions of the Companies Act, 2013 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Company.

**BY THE ORDER OF THE BOARD
For TMT (India) Limited**

**T G Veera Prasad
Chairman & Managing Director
(DIN: 01557951)**

**Place: Hyderabad
Date: 06-09-2016**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs Rendla Sunitha be appointed as an Independent Director of the Company.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Nomination & Remuneration Committee has recommended the appointments of Mrs Rendla Sunitha as Independent Directors to hold office for a period of five years.

Mrs Rendla Sunitha the above mentioned Independent Director have given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Director fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Director as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of the Meeting.

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the Members.

The above mentioned Independent Director is interested in the Resolutions mentioned in Item No.4 of the Notice with regard to her appointment. Other than the above Independent Director, no other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested in the Resolution mentioned in Items No.4 of the Notice.

ADDITIONAL INFORMATION

(Pursuant to Regulation 36 of SEBI (Listing Obligation Disclosure Requirements), Regulations, 2015)

Name of the Director	Tumbalam Gooty Veera Prasad	Rendla Sunitha
Date of Birth	05/07/1952	24/04/1978
Date of Appointment on the Board	07/08/1987	27/07/2016
Qualification, Experience & Expertise	<p>B. Com with 41 years of rich experience in various fields like Mining, Chemicals, Transport, Engineering, LPG Cylinder manufacturing, Floriculture and many other areas</p> <p>He was elected as Vice Chairman, CII (Confederation of Indian Industry), Andhra Pradesh in the year 1995 and served as Chairman, CII, Andhra Pradesh for the year 1996-97.</p> <p>He Played key role in reviving a large paper industry in Andhra Pradesh.</p>	<p>M.A.</p> <p>10 Years of experience in Accounts and also bags vast experience in various other fields like Management Administration and other</p>
Directorship in other companies (Excluding foreign companies and section 25 Companies)	<p>M/s Dreamland Distillers Pvt. Ltd.</p> <p>M/s Bacchus Bottling Pvt. Ltd.</p> <p>M/s Glenmon Distillers and Vintners Pvt. Ltd.</p> <p>M/s Arunoday Life Spaces Pvt. Ltd.</p>	Nil
Shareholding in the Company	6.50%	NIL

BY THE ORDER OF THE BOARD
For TMT (India) Limited

T G Veera Prasad
Chairman & Managing Director
(DIN : 01557951)

Place: Hyderabad
Date: 06-09-2016

DIRECTORS' REPORT

Your Directors hereby present the **39th Annual Report** together with the Audited Accounts of the company for the financial year ended 31st March, 2016.

The Statement of Company's affair.

1. KEY FINANCIAL HIGHLIGHTS:

The financial highlights for the current year in comparison to the previous year are as under:

PARTICULARS	Current Year (2015-16)	Previous year (2014-2015)
Total Revenue	8,43,490	10,23,474
Total Expenditure (before Financial Charges, Depreciation and Taxation)	(48,78,262)	(18,32,896)
Profit before Financial Charges, Depreciation and Taxation	(40,32,772)	(8,09,422)
Less: Depreciation	(20,229)	(1,02,844)
Less: Financial Charges	(1,093)	(2,073)
Profit Before Tax	(40,56,094)	(9,14,339)
Less: Provision for Tax & Deferred Tax	--	--
Profit After Tax	(40,56,094)	(9,14,339)
Net Loss/profit carried to Balance Sheet	(40,56,094)	(9,14,339)

During the financial year 2015-2016, the Company has reported a total income of INR 8,43,490 as compared to INR 10,23,474 in the previous year.

Company has written off Bad Debts and Advances recoverable of Rs.3,18,42,390 from many years and also written back Rs.3,05,90,418 unclaimed Creditors Balances long outstanding for many years and the difference amount of Rs.12,51,972 is treated to profit and loss statement.

There is no change in the nature of business during the FY 2015-16.